

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 1, 1996

Counterparts
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

18721-C
MAY 1 1996 3:45 AM
RECEIVED

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Amendment to Equipment Lease, dated as of March 14, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Finance Lease, previously filed with the Commission under Recordation Number 18721.

The names and addresses of the parties to the enclosed document are:

Lessor: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, Ohio 45263

Lessee: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is identified on Exhibit A attached to the Amendment.

Mr. Vernon A. Williams

May 1, 1996

Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

18721-C
MAY 1 - 1996 - 157 JUN

AMENDMENT TO EQUIPMENT LEASE

This Amendment to an Equipment Lease, dated December 29, 1993, ("Lease") is entered into between The Fifth Third Leasing Company ("Lessor") and the David J. Joseph Company ("Lessee") under the following conditions:

WHEREAS, the Lease was entered into between Lessor and Lessee on December 29, 1993, and said Lease is in full force and effect; and

WHEREAS, Schedule A to the Lease was entered into between Lessor and Lessee on December 29, 1993 and said Schedule A is in full force and effect; and

WHEREAS, Lessee desires to amend the Exhibit A of the Lease and Schedule A as set forth below:

- (1) The Exhibit A ("Car Listing") shall be amended to substitute the following cars:

See attached Exhibit A, Amendment to Equipment Lease

- (2) Except as modified herein, the Lease and Schedule A shall remain in full force and effect as written.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of this 14th day of March, 1995.

The David J. Joseph Company
Lessee

By: [Signature]

Title: VICE PRESIDENT

Date: 3/28/95

The Fifth Third Leasing Company
Lessor

By: [Signature]

Title: AVP

Date: 3/14/95

This is a certified copy
of the original document.

THE FIFTH THIRD LEASING COMPANY

By: David J. Joseph, Assistant Vice President
Date: 4/30/96

Subscribed and sworn to before me this
30 day of April, 1996
My commission expires 11/30/97
Notary Public [Signature]

EXHIBIT A

AMENDMENT TO EQUIPMENT LEASE

CARS TO BE ADDED TO THE LEASE:

<u>CAR NO.</u>	<u>CAR NO.</u>	<u>CAR NO.</u>
DJXX 2439	DJXX 2240	DJXX 3237
DJXX 2450	DJXX 2241	DJXX 3239
DJXX 2456	DJXX 2242	DJXX 3238
DJXX 2462	DJXX 2243	DJXX 3234
DJXX 2464	DJXX 2244	DJXX 3235
DJXX 2465	DJXX 2245	DJXX 3210
DJXX 2466	DJXX 2246	DJXX 3208
DJXX 2475	DJXX 2248	DJXX 3200
DJXX 2480	DJXX 2249	DJXX 3218
DJXX 2486	DJXX 2266	DJXX 3213
DJXX 2488	DJXX 2267	DJXX 3214
DJXX 1980	DJXX 2268	DJXX 3202
DJXX 1981	DJXX 2269	DJXX 3207
DJXX 1982	DJXX 2270	DJXX 3209
DJXX 1983	DJXX 2271	DJXX 3211
DJXX 2230	DJXX 2272	DJXX 3201
DJXX 2231	DJXX 2273	DJXX 3220
DJXX 2232	DJXX 2274	DJXX 3225
DJXX 2233	DJXX 2275	DJXX 3205
DJXX 2234	DJXX 3232	DJXX 3227
DJXX 2235	DJXX 3233	DJXX 3223
DJXX 2236	DJXX 3240	DJXX 3216
DJXX 2238	DJXX 3241	DJXX 3229
DJXX 2239	DJXX 3236	DJXX 3224
DJXX 3203	DJXX 3206	

CARS TO BE DELETED FROM THE LEASE:

<u>CAR NO.</u>	<u>CAR NO.</u>	<u>CAR NO.</u>
DJXX 2201	DJXX 2226	RLMX 1415
DJXX 2202	DJXX 2227	RLMX 1416
DJXX 2203	DJXX 2250	RLMX 1417
DJXX 2204	DJXX 2252	RLMX 1418
DJXX 2205	DJXX 2259	RLMX 1419
DJXX 2206	DJXX 2260	RLMX 1420
DJXX 2207	DJXX 2261	RLMX 1421
DJXX 2208	DJXX 2262	RLMX 1422
DJXX 2209	DJXX 2263	RLMX 1423
DJXX 2210	DJXX 2264	RLMX 1425
DJXX 2211	DJXX 2265	RLMX 1427

(CONTINUED) - CARS TO BE DELETED FROM THE LEASE:

<u>CAR NO.</u>		<u>CAR NO.</u>		<u>CAR NO.</u>	
DJXX	2212	DJXX	2283	RLMX	1428
DJXX	2213	RLMX	1254	RLMX	1429
DJXX	2214	RLMX	1401	RLMX	1431
DJXX	2215	RLMX	1402	RLMX	1433
DJXX	2216	RLMX	1403	RLMX	1434
DJXX	2217	RLMX	1404	RLMX	1435
DJXX	2219	RLMX	1405	RLMX	1436
DJXX	2220	RLMX	1406	RLMX	1437
DJXX	2221	RLMX	1407	RLMX	1438
DJXX	2222	RLMX	1410	RLMX	1439
DJXX	2223	RLMX	1411	RLMX	1440
DJXX	2224	RLMX	1412	RLMX	1442
DJXX	2225	RLMX	1413	RLMX	1443
		RLMX	1414	RLMX	1445